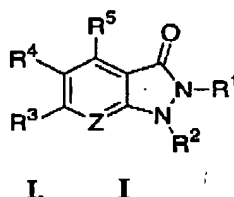


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AMENDMENTS TO THE CLAIMS

Please replace all prior versions and listings of claims with the amended claims as follows:

1. (Currently amended) A compound of formula I:



or a pharmaceutically acceptable salt thereof, wherein:

R^1 and R^2 are each independently hydrogen or a nitrogen protecting group;
 one of R^3 or R^4 is $-R$ and the other one of R^3 or R^4 is $-Q^1-A-Q^2-Y$,

wherein Q^1 is a valence bond, $-NR^A$ -, $-C(R^A)_2$ -, $-S$ -, $-O$ -, $-SO_2$ -,
~~or $-CO$ -, $-NR^ASO_2$ -, SO_2NR^A -, CO -, NR^ACO -, $CONR^A$ -, $OC(O)$ -,
 $C(O)O$ -, $OC(O)NR^A$ -, 1,2-cyclopropyl-, 1,2-cyclobutanediyl-, or 1,3-cyclobutanediyl-, or is an optionally substituted C_{2-4} alkylidene chain, wherein one or more methylene units of the optionally substituted C_{2-4} alkylidene chain is optionally replaced by O -, S -, NR^A -, NR^ACO -, NR^ACONR^A -, NR^ACO_2 -, CO -, CO_2 -, $CONR^A$ -, $OC(O)NR^A$ -, SO_2 -, SO_2NR^A -, NR^ASO_2 -, $NR^ASO_2NR^A$ -, $C(O)C(O)$ -, or $C(O)C(R^A)_2C(O)$ -, wherein each occurrence of R^A is independently hydrogen or optionally substituted C_{1-4} aliphatic, or two occurrences of R^A on the same carbon atom are taken together to form an optionally substituted 3-6 membered carbocyclic ring;~~

A is an optionally substituted group selected from a 5-7-membered monocyclic or 8-10-membered bicyclic aryl, heteroaryl, heterocyclic or carbocyclic ring; ~~or is an optionally substituted C_{2-6} alkylidene chain wherein one or more methylene units of said C_{2-6}~~

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~~alkylidene chain is optionally replaced by -O-, -S-, -NR^B-, -NR^BCO-,
 -NR^BCONR^B-, -NR^BCO₂-, -CO-, -C(O)O-, -OC(O)-, -CONR^B-,
 -OC(O)NR^B-, -SO₂-, -SO₂NR^B-, -NR^BSO₂-, -NR^BSO₂NR^B-, -C(O)C(O)-,
 or -C(O)C(R^B)₂C(O)-, and each occurrence of R^B is independently
 hydrogen or optionally substituted group selected from C₁₋₆ aliphatic, C₁₋₆
 heteroaliphatic, aryl or heteroaryl;~~

Q² is NR^C, S, O, or C(R^C)₂, wherein each occurrence of R^C is
 independently hydrogen or optionally substituted C₁₋₄ aliphatic;

Y is an optionally substituted group selected from a 5-7-
 membered monocyclic or 8-10 membered bicyclic aryl, heteroaryl,
 heterocyclic or carbocyclic ring;

R⁵ is -R;

Z is N or CR⁶, wherein R⁶ is -R; and

each occurrence of -R is independently hydrogen, Q_(n)halogen,
 Q_(n)CN, Q_(n)NO₂, or Q_(n)R⁷, wherein n is zero or one, Q is an optionally
 substituted C₁₋₄ alkylidene chain wherein one or more methylene units of
 Q is optionally replaced by -O-, -S-, -NR⁷-, -NR⁷CO-, -NR⁷CONR⁷-, -
 NR⁷CO₂-, -CO-, -CO₂-, -CONR⁷-, -OC(O)NR⁷-, -SO₂-, -SO₂NR⁷-, -
 NR⁷SO₂-, -NR⁷SO₂NR⁷-, -C(O)C(O)-, or -C(O)C(R⁷)₂C(O)-, and each
 occurrence of R⁷ is independently hydrogen, an optionally substituted
 group selected from aliphatic, heteroaliphatic, aryl or heteroaryl, or two
 occurrences of R⁷ on the same nitrogen atom are taken together with the
 nitrogen atom to form an optionally substituted group selected from a 5-
 8-membered heterocyclic or 5-8-membered heteroaryl ring.

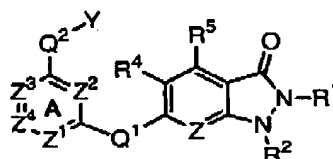
2-3. (Canceled)

4. (Original) The compound of claim 1, wherein either of R³ or R⁴ is -Q¹-

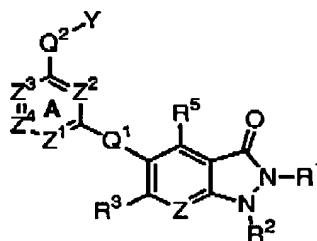
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A-Q²-Y, wherein A is a substituted or unsubstituted aryl or heteroaryl moiety and compounds have the general formula **IIa** or **IIb**:



IIa



IIb

wherein Z¹ is N or CR^v, Z² is N or CR^w, Z³ is N or CR^x and Z⁴ is N or CR^y, wherein R^v, R^w, R^x and R^y are each independently R⁸, or R^x and R^y, or R^v and R^y are taken together with their intervening atoms to form a fused, unsaturated or partially unsaturated, 5-8 membered ring having 0-3 ring heteroatoms selected from oxygen, sulfur, or nitrogen, wherein any substitutable carbon on said fused ring formed by R^x and R^y or by R^v and R^y is substituted by oxo or R⁸, and any substitutable nitrogen on said ring formed by R^x and R^y or by R^v and R^y is substituted by R⁹;

wherein each occurrence of R⁸ is independently -R; and

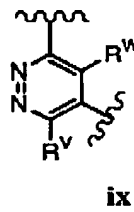
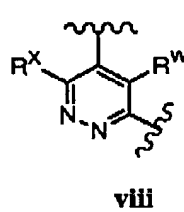
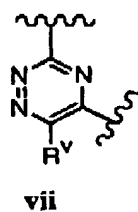
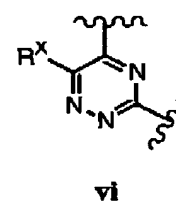
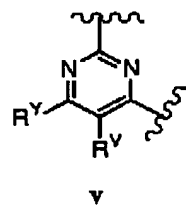
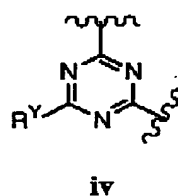
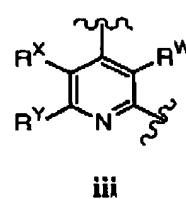
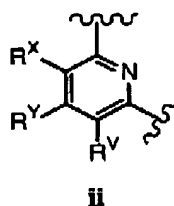
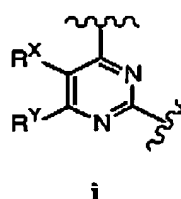
each occurrence of R⁹ is independently hydrogen, -R', -COR', -CO₂(R'), -CON(R')₂, or -SO₂R', wherein each occurrence of R' is independently hydrogen, optionally substituted aliphatic, heteroaliphatic, aryl or heteroaryl, or two occurrences

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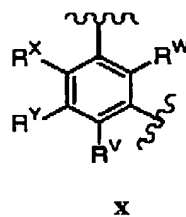
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of R' on the same nitrogen atom are taken together with the nitrogen to form an optionally substituted 5-8 membered heterocyclic or heteroaryl ring.

5. (Original) The compound of claim 4, wherein A represents one of the following moieties:



and

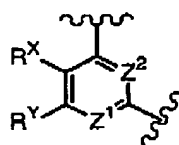


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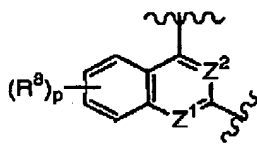
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6. (Original) The compound of claim 5, wherein ring A is one of formulas **i**, **ii**, **iii** or **x**.

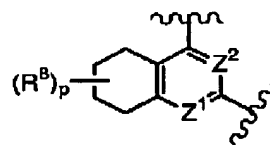
7. (Original) The compound of claim 4, wherein Ring A is one of groups **II-A** through **II-DD**, wherein Z^1 is nitrogen or CR^V , Z^2 is nitrogen or CR^W , and p is 0-4:



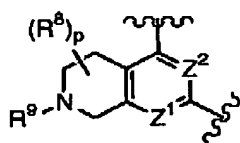
II-A



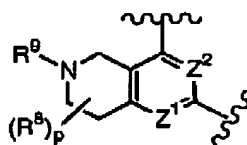
II-B



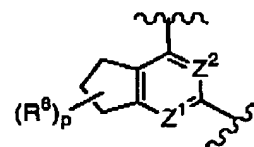
II-C



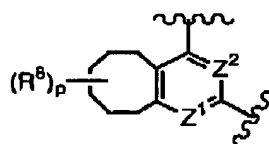
II-D



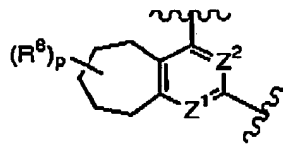
II-E



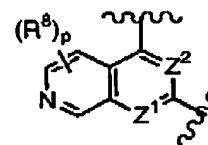
II-F



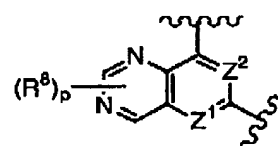
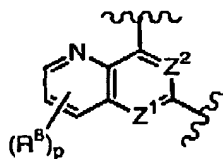
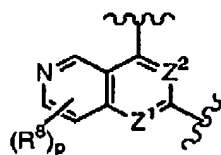
II-G



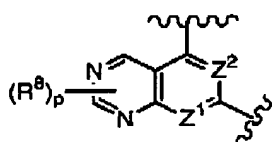
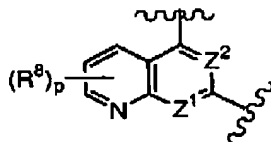
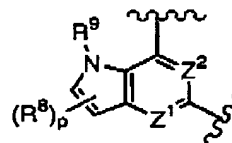
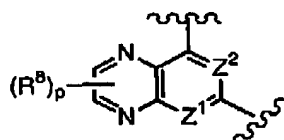
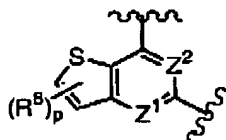
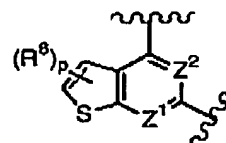
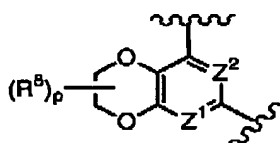
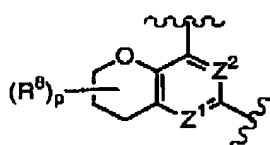
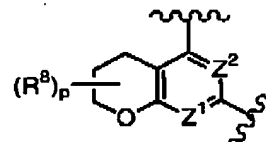
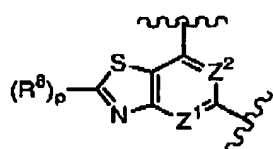
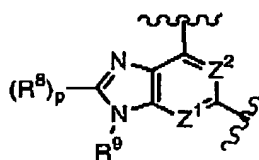
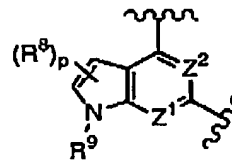
II-H



II-I

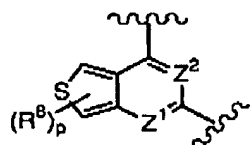
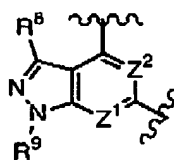
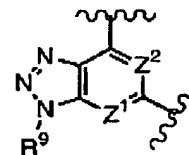
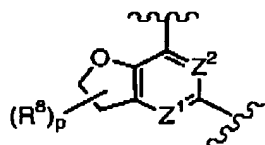
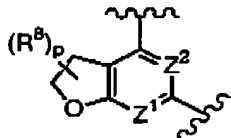
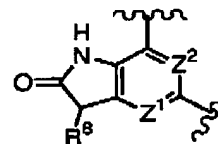


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II-J**II-K****II-L****II-M****II-N****II-O****II-P****II-Q****II-R****II-S****II-T****II-U****II-V****II-W****II-X**

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**II-Y****II-Z****II-AA****II-BB****II-BB****II-CC**

8. (Original) The compound of claim 7, wherein ring A is one of **II-A**, **II-B**, **II-C**, **II-D**, **II-E**, **II-F**, **II-H**, **II-I**, **II-J**, **II-K**, **II-L**, **II-N**, **II-O**, or **II-DD**.

9. (Original) The compound of claim 7, wherein ring A is one of **II-A**, **II-B**, **II-C**, **II-D**, **II-E**, **II-H**, or **II-K**.

10. (Original) The compound of claim 7, wherein ring A is one of **II-A** or **II-B**.

11. (Original) The compound of claim 7, wherein Z^1 is CR^V and Z^2 is CR^W .

12. (Original) The compound of claim 7, wherein Z^1 is N and Z^2 is N.

13. (Original) The compound of claim 7, wherein Z^1 is N and Z^2 is CR^W .

14. (Original) The compound of claim 7, wherein Z^1 is CR^V and Z^2 is N.

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15. (Original) The compound of claim 4, wherein A is a monocyclic ring system and R^X groups, when present, include hydrogen, alkyl- or dialkylamino, acetamido, or a C_{1-4} aliphatic group such as methyl, ethyl, cyclopropyl, or isopropyl; R^Y groups, when present, include hydrogen, an optionally substituted group selected from C_{1-6} aliphatic, C_{1-6} heteroaliphatic, aryl, or heteroaryl, $-Q_{(n)}N(R^7)_2$, $-Q_{(n)}OR^7$, $-Q_{(n)}SR^7$, $-Q_{(n)}(C=O)O(R^7)$, $-Q_{(n)}C(O)N(R^7)_2$, $-Q_{(n)}NHC(O)R^7$, $-Q_{(n)}NH SO_2R^7$, or $-Q_{(n)}SO_2N(R^7)_2$, wherein n is 0 or 1, and wherein Q is preferably $-(C(R''))_2-$, wherein R'' is hydrogen or C_{1-3} alkyl, and wherein each occurrence of R^7 is independently hydrogen, optionally substituted aliphatic, heteroaliphatic, aryl or heteroaryl, or two occurrences of R^7 on the same nitrogen atom are taken together with the nitrogen atom to form an optionally group selected from a 5-8 membered heterocyclic or 5-8 membered heteroaryl ring.

16. (Original) The compound of claim 15, wherein R^Y is one of the following groups: optionally substituted 5-6 membered heteroaryl or heterocyclyl rings, such as 2-pyridyl, 4-pyridyl, pyrrolidinyl, piperidinyl, morpholinyl, or piperazinyl; optionally substituted aryl or cycloalkyl rings such as phenyl, halogen substituted phenyl, alkoxy substituted phenyl, trifluoromethyl substituted phenyl, nitro substituted phenyl, methyl substituted phenyl; optionally substituted C_{1-6} aliphatic, such as methyl, ethyl, cyclopropyl, cyclopentyl, cyclohexyl, amino substituted cycloalkyl, acetamido substituted cycloalkyl, isopropyl, or t-butyl; alkoxyalkylamino such as methoxyethylamino; alkoxyalkyl such as methoxymethyl or methoxyethyl; aminoalkyl such as aminoethyl, dimethylaminoethyl; alkyl- or dialkylamino such as ethylamino or dimethylamino; alkyl- or dialkylaminoalkoxy such as dimethylaminopropoxy; alkyl- or dialkylaminoalkoxyalkyl such as dimethylaminoethoxymethyl; or acetamido.

17. (Original) The compound of claim 4, wherein A is a bicyclic ring system and the bicyclic ring system A may be substituted by one or more occurrences of oxo, R^8 or R^9 , wherein R^8 is $-R^7$, halo, $-O(CH_2)_{2-4}N(R^7)_2$, $-O(CH_2)_{2-4}R^7$, $-OR^7$, $-N(R^7)-$

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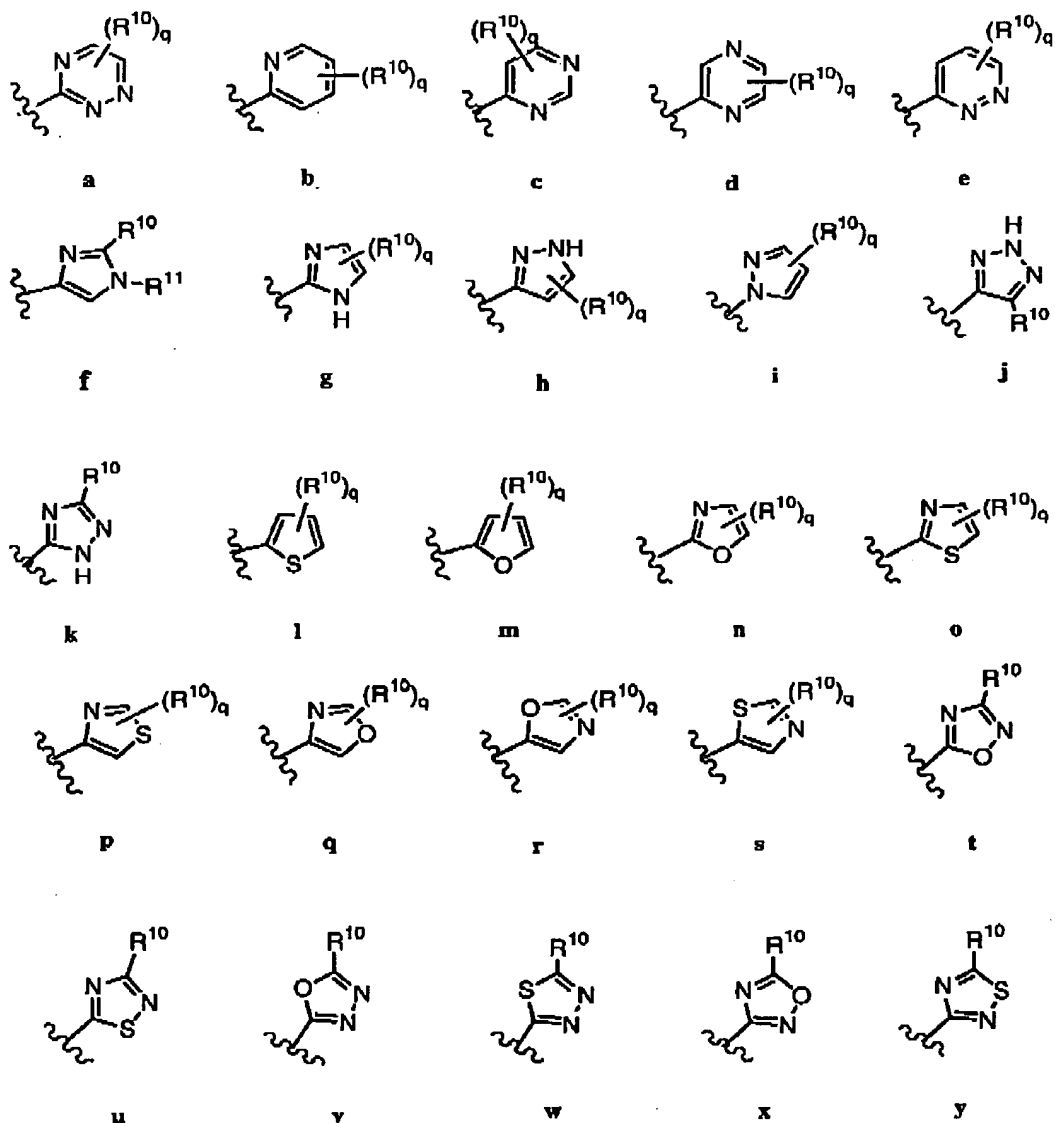
$(\text{CH}_2)_{2-4}\text{-N}(\text{R}^7)_2$, $\text{-N}(\text{R}^7)\text{-(CH}_2)_{2-4}\text{-R}^7$, -C(=O)R^7 , $\text{-CO}_2\text{R}^7$, -COCOR^7 , -NO_2 , -CN , -S(O)R^7 , $\text{-SO}_2\text{R}^7$, -SR^7 , $\text{-N}(\text{R}^7)_2$, $\text{-CON}(\text{R}^7)_2$, $\text{-SO}_2\text{N}(\text{R}^7)_2$, -OC(=O)R^7 , $\text{-N}(\text{R}^7)\text{COR}^7$, $\text{-N}(\text{R}^7)\text{CO}_2$ (optionally substituted C_{1-6} aliphatic), $\text{-N}(\text{R}^7)\text{N}(\text{R}^7)_2$, $\text{-C=NN}(\text{R}^7)_2$, -C=N-OR , -NHOR^7 , $\text{-N}(\text{R}^7)\text{CON}(\text{R}^7)_2$, $\text{-N}(\text{R}^7)\text{SO}_2\text{N}(\text{R}^7)_2$, $\text{-N}(\text{R}^7)\text{SO}_2\text{R}^7$, or $\text{-OC(=O)N}(\text{R}^7)_2$, wherein each occurrence of R^7 is independently hydrogen, an optionally substituted group selected from aliphatic, heteroaliphatic, aryl or heteroaryl, or two occurrences of R^7 on the same nitrogen atom are taken together with the nitrogen atom to form an optionally substituted group selected from a 5-8 membered heterocyclic or 5-8 membered heteroaryl ring.

18. (Original) The compound of claim 17 wherein each occurrence of R^8 is independently -halo, -R^7 , -OR^7 , -COR^7 , $\text{-CO}_2\text{R}^7$, $\text{-CON}(\text{R}^7)_2$, $\text{-O(C=O)N}(\text{R}^7)_2$, -CN , $\text{-O(CH}_2)_{2-4}\text{-N}(\text{R}^7)_2$, $\text{-O(CH}_2)_{2-4}\text{-R}^7$, -NO_2 , $\text{-N}(\text{R}^7)_2$, $\text{-NR}^7\text{COR}^7$, $\text{-NR}^7\text{SO}_2\text{R}^7$, $\text{-SO}_2\text{N}(\text{R}^7)_2$ wherein each occurrence of R^7 is independently hydrogen, an optionally substituted group selected from aliphatic, heteroaliphatic, aryl or heteroaryl, or two occurrences of R^7 on the same nitrogen atom are taken together with the nitrogen atom to form an optionally substituted group selected from a 5-8 membered heterocyclic or 5-8 membered heteroaryl ring.

19. (Original) The compound of claim 4, wherein Y is an optionally substituted heteroaryl moiety.

20. (Previously amended) The compound of claim 4, wherein Y is selected from one of the following heteroaryl moieties a-y:

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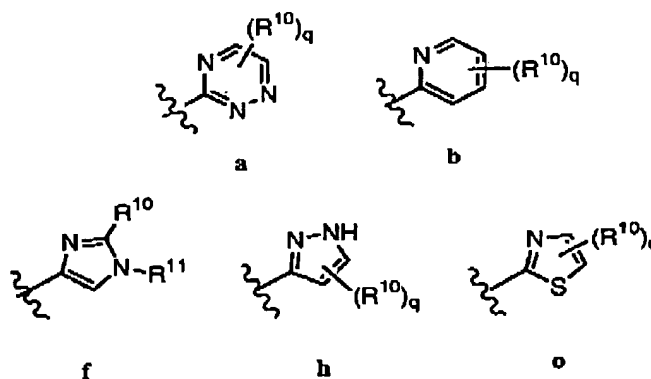
wherein q is 0-4, R^{10} is $-R$, wherein $-R$ is defined generally above and in classes and subclasses herein, and wherein each occurrence of R^{11} is independently hydrogen, $-R'$, $-\text{COR}'$, $-\text{CO}_2(\text{R}')$, $-\text{CON}(\text{R}')_2$, or $-\text{SO}_2\text{R}'$, wherein each occurrence of R' is independently hydrogen, an optionally substituted group selected from aliphatic, heteroaliphatic, aryl or heteroaryl, or two occurrences of R' on the same nitrogen atom

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are taken together with the nitrogen to form an optionally substituted group selected from a 5-8 membered heterocyclic or 5-8 membered heteroaryl ring.

21. (Original) The compound of claim 20, wherein Y is one of the following heteroaryl moieties:



wherein q is 0-4, R^{10} is -R, wherein -R is defined generally above and in classes and subclasses herein, and wherein each occurrence of R^{11} is independently hydrogen, $-R'$, $-\text{COR}'$, $-\text{CO}_2(R')$, $-\text{CON}(R')_2$, or $-\text{SO}_2R'$, wherein each occurrence of R' is independently hydrogen, optionally substituted group selected from aliphatic, heteroaliphatic, aryl or heteroaryl, or two occurrences of R' on the same nitrogen atom are taken together with the nitrogen to form an optionally substituted group selected from a 5-8 membered heterocyclic or 5-8 membered heteroaryl ring.

22. (Original) The compound of claim 20, wherein Y is a pyrazole moiety, h.

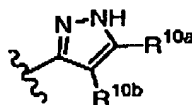
23. (Original) The compound of claim 20, wherein each R^{10} is independently hydrogen, C_{1-4} aliphatic, alkoxycarbonyl, optionally substituted phenyl, hydroxyalkyl, alkoxyalkyl, aminocarbonyl, mono- or dialkylaminocarbonyl, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, phenylaminocarbonyl, or (N-

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heterocycle)carbonyl.

24. (Original) The compound of claim 20, wherein each occurrence of R^{10} is independently methyl, cyclopropyl, ethyl, isopropyl, propyl, t-butyl, cyclopentyl, phenyl, CO_2H , CO_2CH_3 , CH_2OH , CH_2OCH_3 , $CH_2CH_2CH_2OH$, $CH_2CH_2CH_2OCH_3$, $CH_2CH_2CH_2OCH_2Ph$, $CH_2CH_2CH_2NH_2$, $CH_2CH_2CH_2NHCOOC(CH_3)_3$, $CONHCH(CH_3)_2$, $CONHCH_2CH=CH_2$, $CONHCH_2CH_2OCH_3$, $CONHCH_2Ph$, $CONH(cyclohexyl)$, $CON(Et)_2$, $CON(CH_3)CH_2Ph$, $CONH(n-C_3H_7)$, $CON(Et)CH_2CH_2CH_3$, $CONHCH_2CH(CH_3)_2$, $CON(n-C_3H_7)_2$, $CO(3-methoxymethylpyrrolidin-1-yl)$, $CONH(3-tolyl)$, $CONH(4-tolyl)$, $CONHCH_3$, $CO(morpholin-1-yl)$, $CO(4-methylpiperazin-1-yl)$, $CONHCH_2CH_2OH$, $CONH_2$, or $CO(piperidin-1-yl)$.

25. (Original) The compound of claim 20, wherein, Y is a pyrazole moiety, h' , wherein the pyrazole is substituted with two occurrences of R^{10} (R^{10a} and R^{10b})

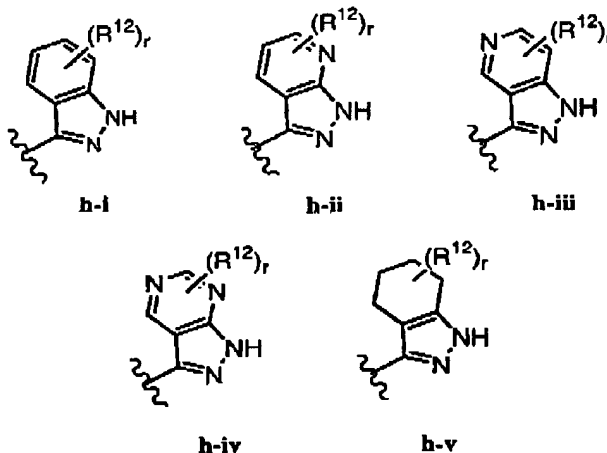


h'

wherein R^{10a} is hydrogen, C_{1-4} aliphatic, alkoxy carbonyl, optionally substituted phenyl, hydroxyalkyl, alkoxyalkyl, aminocarbonyl, mono- or dialkylaminocarbonyl, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, phenylaminocarbonyl, and (N-heterocycle)carbonyl; and R^{10b} is hydrogen.

26. (Original) The compound of claim 20, wherein two occurrences of R^{10} (R^{10a} and R^{10b} as depicted in formula h') taken together may represent a substituted or unsubstituted cycloaliphatic, cycloheteroaliphatic, aryl or heteroaryl moiety and comprises one of the following groups:

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wherein r is 0-4 and R^{12} is hydrogen, -halo, $-N(R^7)_2$, $-C_{1-3}$ alkyl, $-C_{1-3}$ haloalkyl, $-NO_2$, $-O(C_{1-3}$ alkyl), $-CO_2(C_{1-3}$ alkyl), $-CN$, $-SO_2(C_{1-3}$ alkyl), $-SO_2NH_2$, $-OC(O)NH_2$, $-NH_2SO_2(C_{1-3}$ alkyl), $-NHC(O)(C_{1-3}$ alkyl), $-C(O)NH_2$, and $-CO(C_{1-3}$ alkyl), wherein the $(C_{1-3}$ alkyl) is most preferably methyl, wherein each occurrence of R^7 is independently hydrogen, an optionally substituted group selected from aliphatic, heteroaliphatic, aryl or heteroaryl, or two occurrences of R^7 on the same nitrogen atom are taken together with the nitrogen atom to form an optionally substituted group selected from a 5-8 membered heterocyclic or 5-8 membered heteroaryl ring.

27. (Original) The compound of claim 4, wherein when R^3 is $-Q^1-A-Q^2-Y$, R^4 is hydrogen, C_{1-3} aliphatic, hydroxy, hydroxyalkyl, alkoxy, amino, aminoalkyl, mono- or di- alkylamino, mono- or di- alkylaminoalkyl, or optionally substituted phenyl.

28. (Original) The compound of claim 27, wherein R^4 is hydrogen, methyl, ethyl, cyclopropyl, hydroxy, phenyl or $-CH_2NH_2$.

29. (Original) The compound of claim 4, wherein when R^4 is $-Q^1-A-Q^2-Y$, R^3 is preferably hydrogen, C_{1-3} aliphatic, hydroxy, hydroxyalkyl, alkoxy, amino,

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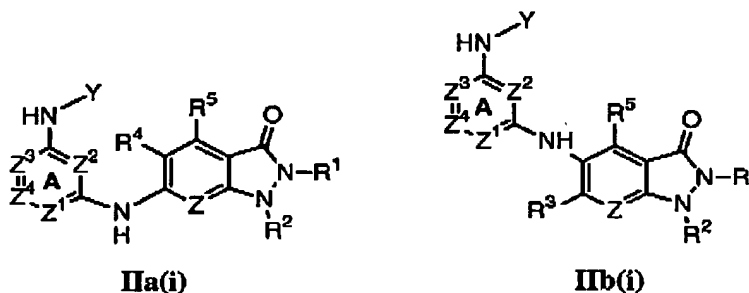
aminoalkyl, mono- or di- alkylamino, mono- or di- alkylaminoalkyl, or optionally substituted phenyl.

30. (Previously amended) The compound of claim 27, wherein R^3 is hydrogen, methyl, ethyl, cyclopropyl, hydroxy, phenyl or $-CH_2NH_2$.

31. (Original) The compound of claim 4, wherein R^5 is hydrogen, halogen, $-NO_2$, $-CN$, hydroxy, optionally substituted C_{1-3} alkyl, optionally substituted alkoxy, $-SO_2NH_2$, or $-C(O)alkyl$.

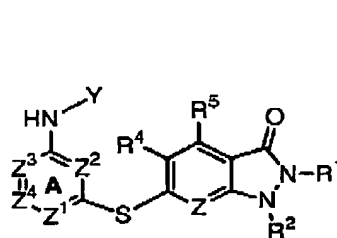
32. (Original) The compound of claim 31 wherein R^5 is Cl , CF_3 , OCF_3 , CH_3 , $-CN$, $-SO_2NH_2$ or $-C(O)Me$.

33. (Original) The compound of claim 4, wherein Q^1 is NH and Q^2 is NH , and compounds are defined by the general formula **IIa(i)** or **IIb(i)**:

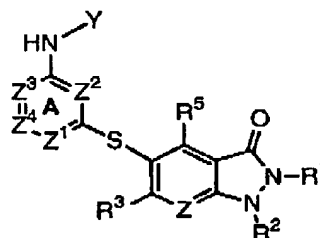


34. (Original) The compound of claim 4, wherein Q^1 is S and Q^2 is NH , and compounds are defined by the general formula **IIa(ii)** or **IIb(ii)**:

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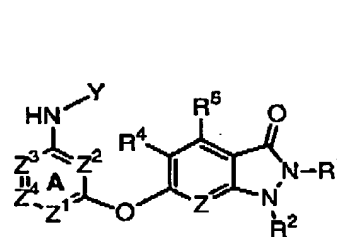


IIa(ii)

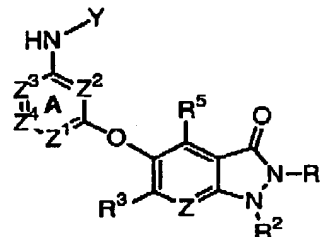


IIb(ii)

35. (Original) The compound of claim 4, wherein Q¹ is O and Q² is NH, and compounds are defined by the general formula IIa(iii) or IIb(iii):

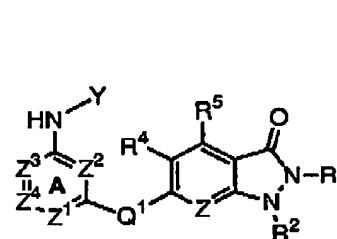


IIa(iii)

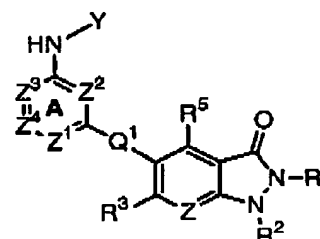


IIb(iii)

36. (Currently amended) The compound of claim 4, wherein Q² is NH, and compounds are defined by the general formula IIa(iv) or IIb(iv):



IIa(iv)



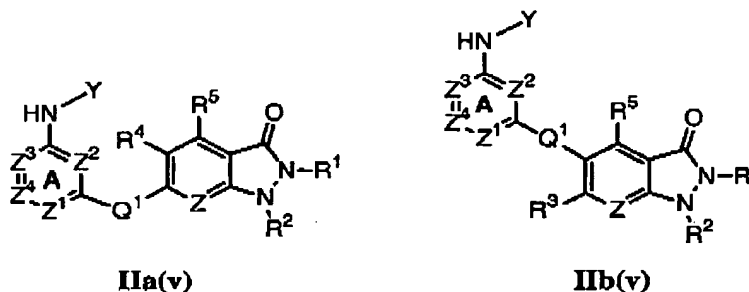
IIb(iv)

wherein Q¹ is -C(R^A)₂-, ~~1,2-cyclopropyl-, 1,2-cyclobutanediyl-, or 1,3-cyclobutanediyl-, an optionally substituted C₂₋₄ alkylidene group, wherein one methylene~~

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~~unit of the optionally substituted C₂₋₄alkylidene chain is optionally replaced by O, S, or NR^A, wherein each occurrence of R^A is independently hydrogen or optionally substituted C₁₋₄aliphatic.~~

37. (Original) The compound of claim 4, wherein Q² is NH and Y is an optionally substituted heteroaryl moiety, and compounds are defined by the general formula **IIa(v)** or **IIb(v)**:



wherein Q¹ is a direct bond.

38. (Currently amended) The compound of any one of claims 33, 34, 35, 36 or 37, wherein:

i. ~~Z is CR⁶ or N;~~

(i) [(ii.)] R¹, R², R⁴ and R⁵ are each hydrogen and wherein Z is CHR⁶ and R⁶ is hydrogen; or R¹, R², R³ and R⁵ are each hydrogen and wherein Z is CHR⁶ and R⁶ is hydrogen;

(ii) [(iii.)] ring A is defined according to one of the following groups:

- a. ring A is one of formulas i, ii, iii, iv, v, vi, vii, viii, ix, or x;
- b. ring A is one of formulas II-A, II-B, II-C, II-D, II-E, II-F, II-G, II-H, II-I, II-J, II-K, II-L, II-M, II-N, II-O, II-P, II-Q, II-R, II-S, II-T, II-U, II-V, II-W, II-X, II-Y, II-Z, II-AA, II-BB, II-CC, or II-DD;

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c. ring A is one of formulas II-A, II-B, II-C, II-D, II-E, II-F, II-H, II-I, II-J, II-K, II-L, II-N, II-O, or II-DD;

d. ring A is one of formulas II-A, II-B, II-C, II-D, II-E, II-H, or II-K;

e. ring A is one of formulas II-A or II-B;

f. ring A is II-A and Z^1 is CR^V and Z^2 is CR^W ;

g. ring A is II-A and Z^1 is N and Z^2 is N;

h. ring A is II-A and Z^1 is N and Z^2 is CR^W ;

i. ring A is II-A and Z^1 is CR^V and Z^2 is N;

j. ring A is an optionally substituted aryl or heteroaryl moiety of formula i, ii, iii or x;

k. ring A is a monocyclic ring system and R^V and R^W , when present, are hydrogen or amino; R^X groups, when present, is hydrogen, alkyl- or dialkylamino, acetamido, or a C_{1-4} aliphatic group such as methyl, ethyl, cyclopropyl, or isopropyl; R^Y groups, when present, is hydrogen, an optionally substituted group selected from hydrogen, C_{1-6} aliphatic, C_{1-6} heteroaliphatic, aryl, or heteroaryl, $-Q_{(n)}N(R^7)_2$, $-Q_{(n)}OR^7$, $-Q_{(n)}SR^7$, $-Q_{(n)}(C=O)O(R^7)$, $-Q_{(n)}C(O)N(R^7)_2$, $-Q_{(n)}NHC(O)R^7$, $-Q_{(n)}NH SO_2R^7$, or $-Q_{(n)}SO_2N(R^7)_2$, wherein n is 0 or 1, and wherein Q is preferably $-(C(R''))_2-$, wherein R'' is hydrogen or C_{1-3} alkyl, and wherein each occurrence of R^7 is independently hydrogen, an optionally substituted group selected from aliphatic, heteroaliphatic, aryl or heteroaryl, or two occurrences of R^7 on the same nitrogen atom are taken together with the nitrogen atom to form an optionally substituted group selected from a 5-8 membered heterocyclic or 5-8 membered heteroaryl ring;

l. ring A is a monocyclic ring system and R^V , R^W and R^X groups, when present, are hydrogen or amino; R^Y groups include groups selected

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from optionally substituted 5-6 membered heteroaryl or heterocyclyl rings, such as 2-pyridyl, 4-pyridyl, pyrrolidinyl, piperidinyl, morpholinyl, or piperazinyl; optionally substituted aryl or cycloalkyl rings such as phenyl, halogen substituted phenyl, alkoxy substituted phenyl, trifluoromethyl substituted phenyl, nitro substituted phenyl, methyl substituted phenyl; optionally substituted C₁₋₆ aliphatic, such as methyl, ethyl, cyclopropyl, cyclopentyl, cyclohexyl, amino substituted cycloalkyl, acetamido substituted cycloalkyl, isopropyl, or t-butyl; alkoxyalkylamino such as methoxyethylamino; alkoxyalkyl such as methoxymethyl or methoxyethyl; aminoalkyl such as aminoethyl, dimethylaminoethyl; alkyl- or dialkylamino such as ethylamino or dimethylamino; alkyl- or dialkylaminoalkoxy such as dimethylaminopropoxy; alkyl- or dialkylaminoalkoxyalkyl such as dimethylaminoethoxymethyl; and acetamido;

m. ring A system is a bicyclic ring system and the ring formed when R¹ and R² are taken together may be substituted or unsubstituted;

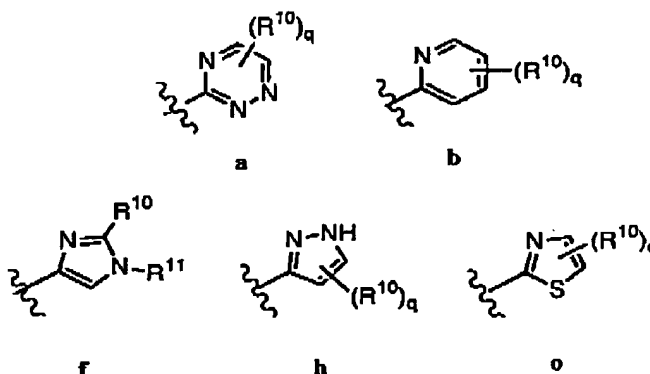
n. ring A system is a bicyclic ring system formed by R^x and R^y taken together and substituted by one or more occurrences of R⁸ or R⁹, wherein each occurrence of R⁸ is independently -R⁷, halo, -O(CH₂)₂₋₄-N(R⁷)₂, -O(CH₂)₂₋₄-R⁷, -OR⁷, -N(R⁷)-(CH₂)₂₋₄-N(R⁷)₂, -N(R⁷)-(CH₂)₂₋₄-R⁷, -C(=O)R⁷, -CO₂R⁷, -COCOR⁷, -NO₂, -CN, -S(O)R⁷, -SO₂R⁷, -SR⁷, -N(R⁷)₂, -CON(R⁷)₂, -SO₂N(R⁷)₂, -OC(=O)R⁷, -N(R⁷)COR⁷, -N(R⁷)CO₂(optionally substituted C₁₋₆ aliphatic), -N(R⁷)N(R⁷)₂, -C=NN(R⁷)₂, -C=N-OR, -NHOR⁷, -N(R⁷)CON(R⁷)₂, -N(R⁷)SO₂N(R⁷)₂, -N(R⁷)SO₂R⁷, or -OC(=O)N(R⁷)₂, wherein each occurrence of R⁷ is independently hydrogen, an optionally substituted group selected from aliphatic, heteroaliphatic, aryl or heteroaryl, or two occurrences of R⁷ on the same nitrogen atom are taken together with the nitrogen atom to

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form an optionally substituted group selected from a 5-8 membered heterocyclic or 5-8 membered heteroaryl ring; and each occurrence of R^9 is independently hydrogen, $-R'$, $-COR'$, $-CO_2(R')$, $-CON(R')_2$, or $-SO_2R'$, wherein each occurrence of R' is independently hydrogen, an optionally substituted group selected from aliphatic, heteroaliphatic, aryl or heteroaryl, or two occurrences of R' on the same nitrogen atom are taken together with the nitrogen to form an optionally substituted group selected from a 5-8 membered heterocyclic or 5-8 membered heteroaryl ring,

(iii) [(iv.)] Y is defined according to one of the following groups:

- Y is an optionally substituted heteroaryl moiety;
- Y is selected from one of the heteroaryl moieties a-y;
- Y is selected from one of the following heteroaryl moieties:



wherein q is 0-4, R^{10} is $-R$, wherein $-R$ is defined generally above and in classes and subclasses herein, and wherein each occurrence of R^{11} is independently hydrogen, $-R'$, $-COR'$, $-CO_2(R')$, $-CON(R')_2$, or $-SO_2R'$, wherein each occurrence of R' is independently hydrogen, an optionally substituted group selected from aliphatic, heteroaliphatic, aryl or heteroaryl, or two occurrences of R' on the same nitrogen atom are taken together with the

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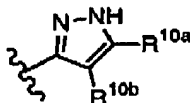
nitrogen to form an optionally substituted group selected from a 5-8 membered heterocyclic or 5-8 membered heteroaryl ring;

d. Y is a pyrazole moiety, **h**;

e. Y is one of **a**, **b**, **f**, **h** or **o**, optionally substituted with one or more R^{10} groups, wherein each occurrence of R^{10} is independently hydrogen, C_{1-4} aliphatic, alkoxycarbonyl, optionally substituted phenyl, hydroxyalkyl, alkoxyalkyl, aminocarbonyl, mono- or dialkylaminocarbonyl, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, phenylaminocarbonyl, and (N-heterocycle)carbonyl;

f. Y is one of **a**, **b**, **f**, **h** or **o**, optionally substituted with one or more R^{10} groups, wherein each occurrence of R^{10} is independently hydrogen, methyl, cyclopropyl, ethyl, isopropyl, propyl, t-butyl, cyclopentyl, phenyl, CO_2H , CO_2CH_3 , CH_2OH , CH_2OCH_3 , $CH_2CH_2CH_2OH$, $CH_2CH_2CH_2OCH_3$, $CH_2CH_2CH_2OCH_2Ph$, $CH_2CH_2CH_2NH_2$, $CH_2CH_2CH_2NHCOOC(CH_3)_3$, $CONHCH(CH_3)_2$, $CONHCH_2CH=CH_2$, $CONHCH_2CH_2OCH_3$, $CONHCH_2Ph$, $CONH(cyclohexyl)$, $CON(Et)_2$, $CON(CH_3)CH_2Ph$, $CONH(n-C_3H_7)$, $CON(Et)CH_2CH_2CH_3$, $CONHCH_2CH(CH_3)_2$, $CON(n-C_3H_7)_2$, $CO(3-methoxymethylpyrrolidin-1-yl)$, $CONH(3-tolyl)$, $CONH(4-tolyl)$, $CONHCH_3$, $CO(morpholin-1-yl)$, $CO(4-methylpiperazin-1-yl)$, $CONHCH_2CH_2OH$, $CONH_2$, and $CO(piperidin-1-yl)$.

g. Y is a pyrazole moiety, **h'**, wherein the pyrazole is substituted with two occurrences of R^{10} (R^{10a} and R^{10b} as depicted),



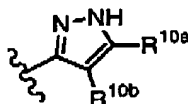
h'

wherein each occurrence of R^{10a} is hydrogen, C_{1-4} aliphatic, alkoxycarbonyl, optionally substituted phenyl, hydroxyalkyl,

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alkoxyalkyl, aminocarbonyl, mono- or dialkylaminocarbonyl, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, phenylaminocarbonyl, and (N-heterocycle)carbonyl, and R^{10b} is hydrogen;

h. Y is a pyrazole moiety, h' , wherein the pyrazole is substituted with two occurrences of R^{10} (R^{10a} and R^{10b} as depicted),



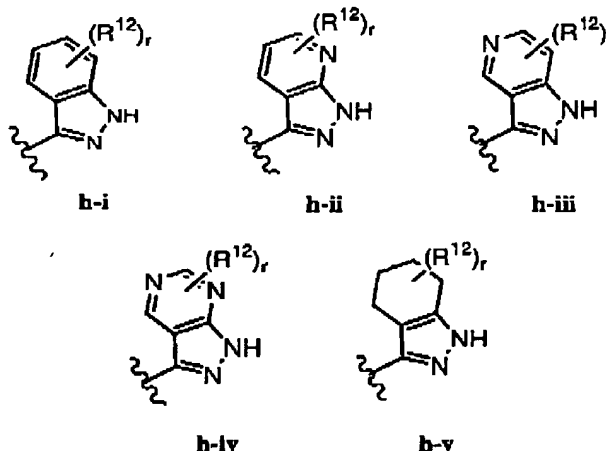
h'

wherein each occurrence of R^{10a} is hydrogen, methyl, cyclopropyl, ethyl, isopropyl, propyl, t-butyl, cyclopentyl, phenyl, CO_2H , CO_2CH_3 , CH_2OH , CH_2OCH_3 , $CH_2CH_2CH_2OH$, $CH_2CH_2CH_2OCH_3$, $CH_2CH_2CH_2OCH_2Ph$, $CH_2CH_2CH_2NH_2$, $CH_2CH_2CH_2NHCOOC(CH_3)_3$, $CONHCH(CH_3)_2$, $CONHCH_2CH=CH_2$, $CONHCH_2CH_2OCH_3$, $CONHCH_2Ph$, $CONH(cyclohexyl)$, $CON(Et)_2$, $CON(CH_3)CH_2Ph$, $CONH(n-C_3H_7)$, $CON(Et)CH_2CH_2CH_3$, $CONHCH_2CH(CH_3)_2$, $CON(n-C_3H_7)_2$, $CO(3-methoxymethylpyrrolidin-1-yl)$, $CONH(3-tolyl)$, $CONH(4-tolyl)$, $CONHCH_3$, $CO(morpholin-1-yl)$, $CO(4-methylpiperazin-1-yl)$, $CONHCH_2CH_2OH$, $CONH_2$, and $CO(piperidin-1-yl)$, and R^{10b} is hydrogen;

i. Y is heteroaryl moiety substituted by at least two occurrences of R^{10} and where two occurrences of R^{10} taken together may represent an optionally substituted group selected from cycloaliphatic, cycloheteroaliphatic, aryl or heteroaryl;

j. Y represents one of the following heteroaryl moieties:

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wherein r is 0-4 and R^{12} is hydrogen, -halo, $-N(R^7)_2$, $-C_{1-3}$ alkyl, $-C_{1-3}$ haloalkyl, $-NO_2$, $-O(C_{1-3}$ alkyl), $-CO_2(C_{1-3}$ alkyl), $-CN$, $-SO_2(C_{1-3}$ alkyl), $-SO_2NH_2$, $-OC(O)NH_2$, $-NH_2SO_2(C_{1-3}$ alkyl), $-NHC(O)(C_{1-3}$ alkyl), $-C(O)NH_2$, and $-CO(C_{1-3}$ alkyl), wherein the $(C_{1-3}$ alkyl) is most preferably methyl;

(iv) **[[v.]]** for compounds of formula **IIa(i)**, R^4 is defined according to one of the following groups:

- a. R^4 is hydrogen, C_{1-3} aliphatic, hydroxy, hydroxyalkyl, alkoxy, amino, aminoalkyl, mono- or di- alkylamino, mono- or di- alkylaminoalkyl, or optionally substituted phenyl, or
- b. R^4 is hydrogen, methyl, ethyl, cyclopropyl, hydroxy, phenyl or $-CH_2NH_2$;

(v) **[[vi.]]** for compounds of formula **IIb(i)**, R^3 is defined according to one of the following groups:

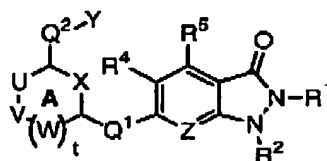
- a. R^3 is hydrogen, C_{1-3} aliphatic, hydroxy, hydroxyalkyl, alkoxy, amino, aminoalkyl, mono- or di- alkylamino, mono- or di- alkylaminoalkyl, or optionally substituted phenyl, or
- b. R^3 is hydrogen, methyl, ethyl, cyclopropyl, hydroxy, phenyl or $-CH_2NH_2$; and

(vi) **[[vii.]]** R^5 is defined according to one of the following groups:

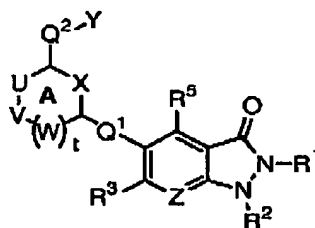
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- a. hydrogen, halogen, $-\text{NO}_2$, $-\text{CN}$, hydroxy, optionally substituted C_{1-3} alkyl, optionally substituted alkoxy, $-\text{SO}_2\text{NH}_2$, or $-\text{C}(\text{O})\text{alkyl}$, or
 b. R^5 is hydrogen, Cl, CF_3 , OCF_3 , CH_3 , $-\text{CN}$, $-\text{SO}_2\text{NH}_2$ or $-\text{C}(\text{O})\text{Me}$.

39. (Original) The compound of claim 1, wherein either of R^3 or R^4 is $-\text{Q}^1-\text{A}-\text{Q}^2-\text{Y}$, wherein A is an optionally substituted cycloaliphatic or heterocycloaliphatic moiety and compounds have the general formula IIIa or IIIb:



IIIa



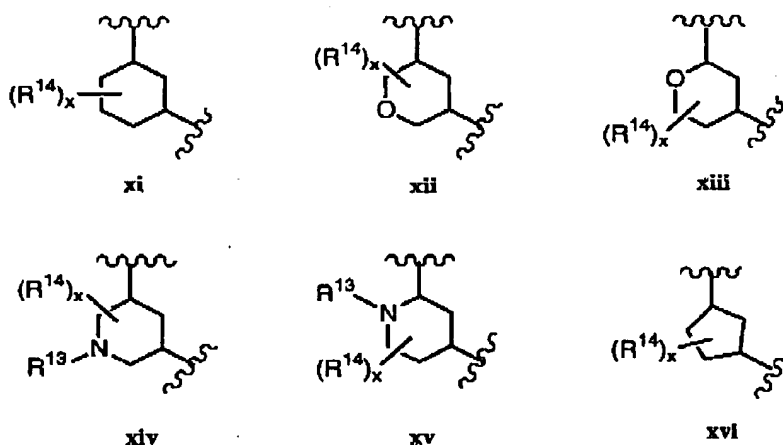
IIIb

wherein U is NR^{13} , $\text{C}(\text{R}^{14})_2$, or O; V is NR^{13} , $\text{C}(\text{R}^{14})_2$, or O; W is NR^{13} , $\text{C}(\text{R}^{14})_2$, or O, and X is NR^{13} , $\text{C}(\text{R}^{14})_2$, or O, and t is 0, 1 or 2, wherein each occurrence of R^{13} is independently hydrogen, $-\text{R}'$, $-\text{COR}'$, $-\text{CO}_2(\text{R}')$, $-\text{CON}(\text{R}')_2$, or $-\text{SO}_2\text{R}'$, wherein each occurrence of R' is independently hydrogen, optionally substituted group selected from C_{1-6} aliphatic, C_{1-6} heteroaliphatic, aryl or heteroaryl, or two occurrences of R' on the same nitrogen atom are taken together with the nitrogen to form an optionally substituted group selected from a 5-8 membered heterocyclic or 5-8 membered heteroaryl ring; and wherein each occurrence of R^{14} is independently $-\text{R}$, with the proviso that when any one

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of U, V, W, or X is O or NR^{13} , an adjacent group U, V, W or X is $\text{C}(\text{R}^{14})_2$.

40. (Original) The compound of claim 39, wherein ring A is selected from the following group:



wherein R^{13} is hydrogen, $-\text{R}'$, $-\text{COR}'$, $-\text{CO}_2(\text{R}')$, $-\text{CON}(\text{R}')_2$, or $-\text{SO}_2\text{R}'$, wherein each occurrence of R' is independently hydrogen, optionally substituted group selected from aliphatic, heteroaliphatic, aryl or heteroaryl, or two occurrences of R' on the same nitrogen atom are taken together with the nitrogen to form an optionally substituted group selected from a 5-8 membered heterocyclic or heteroaryl ring; R^{14} is oxo or $-\text{R}$; and x is 0-4.

41. (Original) The compound of claim 40, wherein x is 0 or 1 and R^{14} is -halo, $-\text{N}(\text{R}^7)_2$, $-\text{C}_{1-3}$ alkyl, $-\text{C}_{1-3}$ haloalkyl, $-\text{NO}_2$, $-\text{O}(\text{C}_{1-3}$ alkyl), $-\text{CO}_2(\text{C}_{1-3}$ alkyl), $-\text{CN}$, $-\text{SO}_2(\text{C}_{1-3}$ alkyl), $-\text{SO}_2\text{NH}_2$, $-\text{OC}(\text{O})\text{NH}_2$, $-\text{NH}_2\text{SO}_2(\text{C}_{1-3}$ alkyl), $-\text{NHC}(\text{O})(\text{C}_{1-3}$ alkyl), $-\text{C}(\text{O})\text{NH}_2$, and $-\text{CO}(\text{C}_{1-3}$ alkyl), wherein the $(\text{C}_{1-3}$ alkyl) is most preferably methyl.

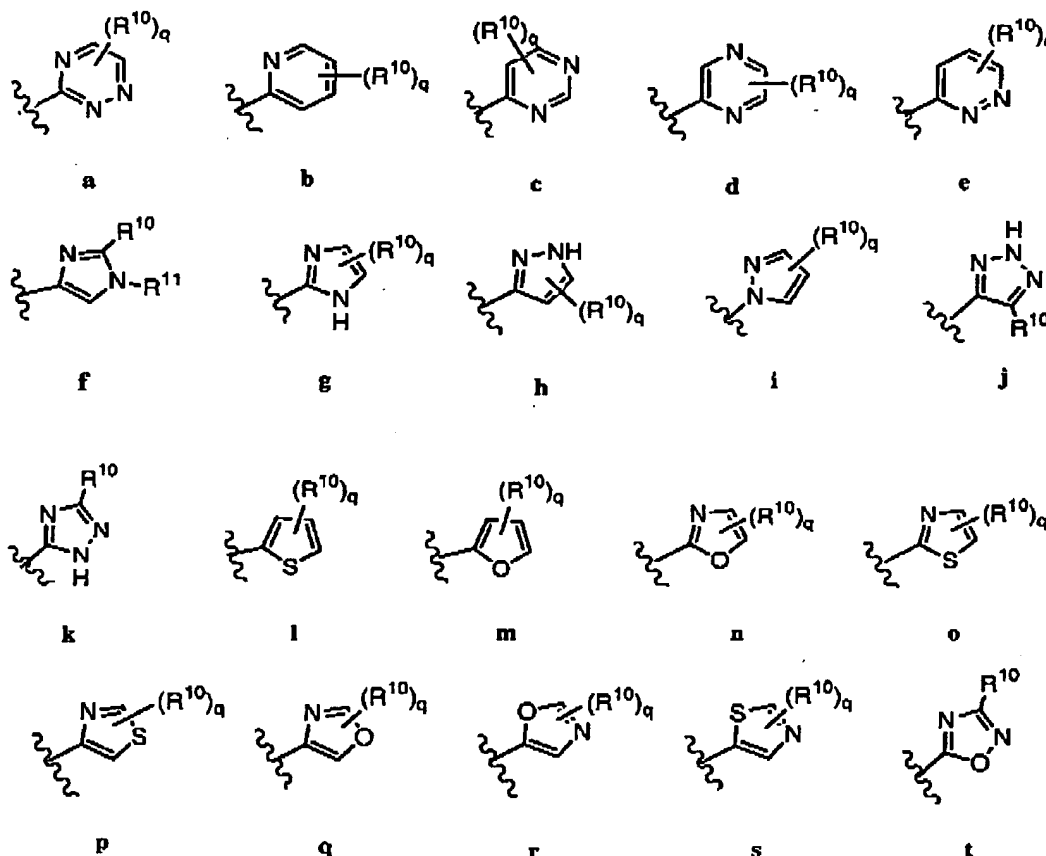
42. (Original) The compound of claim 40, wherein R^{13} is hydrogen or C_{1-4} alkyl.

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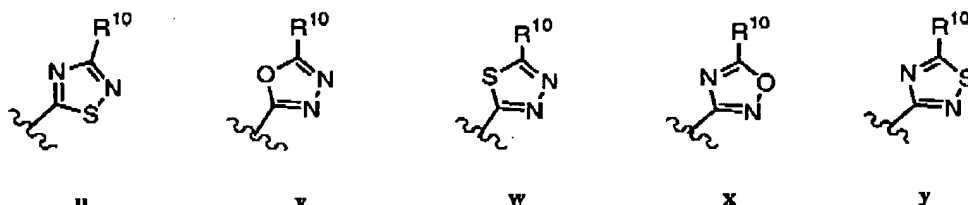
43. (Previously amended) The compound of claim 40, wherein ring A is selected from one of **xi**, **xii** or **xvi** and x is 0.

44. (Original) The compound of claim 39, wherein Y is an optionally substituted heteroaryl moiety.

45. (Original) The compound of claim 39, wherein Y is selected from one of the following heteroaryl moieties **a-y**:

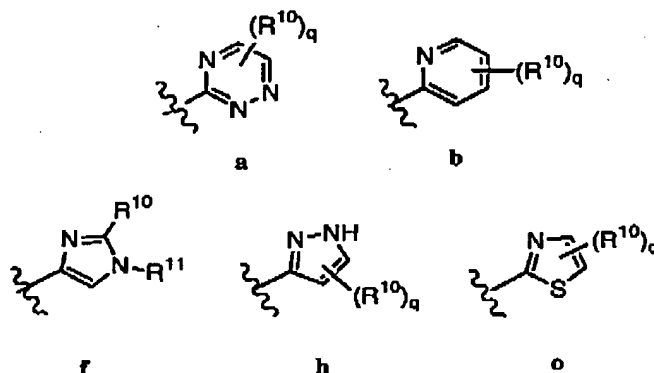


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wherein q is 0-4, R^{10} is $-R$, wherein $-R$ is defined generally above and in classes and subclasses herein, and wherein each occurrence of R^{11} is independently hydrogen, $-R'$, $-\text{COR}'$, $-\text{CO}_2(\text{R}')$, $-\text{CON}(\text{R}')_2$, or $-\text{SO}_2\text{R}'$, wherein each occurrence of R' is independently hydrogen, an optionally substituted group selected from aliphatic, heteroaliphatic, aryl or heteroaryl, or two occurrences of R' on the same nitrogen atom are taken together with the nitrogen to form an optionally substituted group selected from a 5-8 membered heterocyclic or 5-8 membered heteroaryl ring.

46. (Original) The compound of claim 45, wherein Y is one of the following heteroaryl moieties:



wherein q is 0-4, R^{10} is $-R$, wherein $-R$ is defined generally above and in classes and subclasses herein, and wherein each occurrence of R^{11} is independently hydrogen, $-R'$, $-\text{COR}'$, $-\text{CO}_2(\text{R}')$, $-\text{CON}(\text{R}')_2$, or $-\text{SO}_2\text{R}'$, wherein each occurrence of R' is independently hydrogen, optionally substituted group selected from aliphatic, heteroaliphatic, aryl or heteroaryl, or two occurrences of R' on the same nitrogen atom

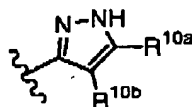
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are taken together with the nitrogen to form an optionally substituted group selected from a 5-8 membered heterocyclic or 5-8 membered heteroaryl ring.

47. (Original) The compound of claim 45, wherein each R^{10} is independently hydrogen, C_{1-4} aliphatic, alkoxy carbonyl, optionally substituted phenyl, hydroxyalkyl, alkoxyalkyl, aminocarbonyl, mono- or dialkylaminocarbonyl, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, phenylaminocarbonyl, or (N-heterocycle)carbonyl.

48. (Original) The compound of claim 45, wherein each occurrence of R^{10} is independently methyl, cyclopropyl, ethyl, isopropyl, propyl, t-butyl, cyclopentyl, phenyl, CO_2H , CO_2CH_3 , CH_2OH , CH_2OCH_3 , $CH_2CH_2CH_2OH$, $CH_2CH_2CH_2OCH_3$, $CH_2CH_2CH_2OCH_2Ph$, $CH_2CH_2CH_2NH_2$, $CH_2CH_2CH_2NHCOOC(CH_3)_3$, $CONHCH(CH_3)_2$, $CONHCH_2CH=CH_2$, $CONHCH_2CH_2OCH_3$, $CONHCH_2Ph$, $CONH(cyclohexyl)$, $CON(Et)_2$, $CON(CH_3)CH_2Ph$, $CONH(n-C_3H_7)$, $CON(Et)CH_2CH_2CH_3$, $CONHCH_2CH(CH_3)_2$, $CON(n-C_3H_7)_2$, $CO(3-methoxymethylpyrrolidin-1-yl)$, $CONH(3-tolyl)$, $CONH(4-tolyl)$, $CONHCH_3$, $CO(morpholin-1-yl)$, $CO(4-methylpiperazin-1-yl)$, $CONHCH_2CH_2OH$, $CONH_2$, or $CO(piperidin-1-yl)$.

49. (Original) The compound of claim 45, wherein, Y is a pyrazole moiety, h' , wherein the pyrazole is substituted with two occurrences of R^{10} (R^{10a} and R^{10b})



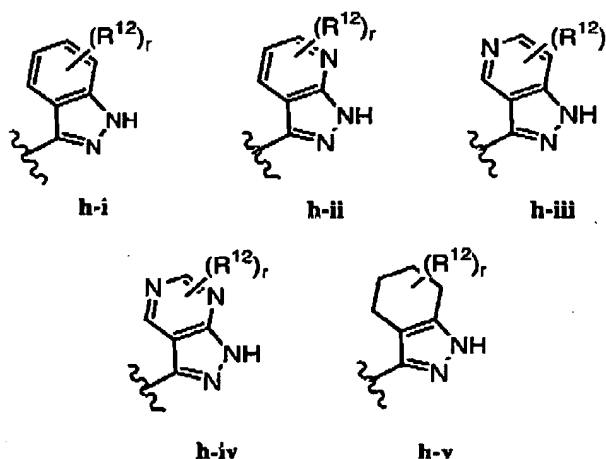
h'

wherein R^{10a} is hydrogen, C_{1-4} aliphatic, alkoxy carbonyl, optionally substituted phenyl, hydroxyalkyl, alkoxyalkyl, aminocarbonyl, mono- or

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dialkylaminocarbonyl, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, phenylaminocarbonyl, and (N-heterocycle)carbonyl; and R^{10b} is hydrogen.

51. (Original) The compound of claim 49, wherein two occurrences of R^{10} (R^{10a} and R^{10b} as depicted in formula h') taken together may represent a substituted or unsubstituted cycloaliphatic, cycloheteroaliphatic, aryl or heteroaryl moiety and comprises one of the following groups:



wherein r is 0-4 and R^{12} is hydrogen, -halo, $-N(R^7)_2$, $-C_{1-3}$ alkyl, $-C_{1-3}$ haloalkyl, $-NO_2$, $-O(C_{1-3}$ alkyl), $-CO_2(C_{1-3}$ alkyl), $-CN$, $-SO_2(C_{1-3}$ alkyl), $-SO_2NH_2$, $-OC(O)NH_2$, $-NH_2SO_2(C_{1-3}$ alkyl), $-NHC(O)(C_{1-3}$ alkyl), $-C(O)NH_2$, and $-CO(C_{1-3}$ alkyl), wherein the $(C_{1-3}$ alkyl) is most preferably methyl, wherein each occurrence of R^7 is independently hydrogen, an optionally substituted group selected from aliphatic, heteroaliphatic, aryl or heteroaryl, or two occurrences of R^7 on the same nitrogen atom are taken together with the nitrogen atom to form an optionally substituted group selected from a 5-8 membered heterocyclic or 5-8 membered heteroaryl ring.

52. (Original) The compound of claim 39, wherein when R^3 is $-Q^1-A-Q^2-Y$, R^4 is hydrogen, C_{1-3} aliphatic, hydroxy, hydroxyalkyl, alkoxy, amino, aminoalkyl,

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mono- or di- alkylamino, mono- or di- alkylaminoalkyl, or optionally substituted phenyl.

53. (Previously amended) The compound of claim 52, wherein R^4 is hydrogen, methyl, ethyl, cyclopropyl, hydroxy, phenyl or $-CH_2NH_2$.

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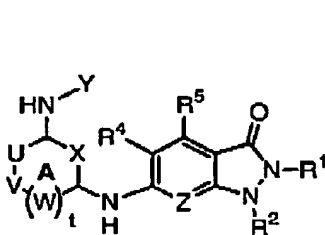
54. (Previously amended) The compound of claim 39, wherein when R^4 is $-Q^1-A-Q^2-Y$, R^3 is hydrogen, C_{1-3} aliphatic, hydroxy, hydroxyalkyl, alkoxy, amino, aminoalkyl, mono- or di-alkylamino, mono- or di-alkylaminoalkyl, or optionally substituted phenyl.

55. (Previously amended) The compound of claim 54, wherein R^3 is hydrogen, methyl, ethyl, cyclopropyl, hydroxy, phenyl or $-CH_2NH_2$.

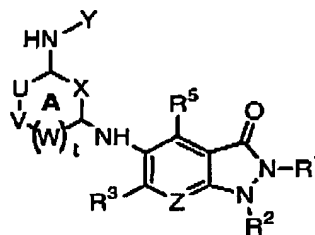
56. (Original) The compound of claim 39, wherein R^5 is hydrogen, halogen, $-NO_2$, $-CN$, hydroxy, optionally substituted C_{1-3} alkyl, optionally substituted alkoxy, $-SO_2NH_2$, or $-C(O)alkyl$.

57. (Previously amended) The compound of claim 56 wherein R^5 is Cl, CF_3 , OCF_3 , CH_3 , $-CN$, $-SO_2NH_2$ or $-C(O)Me$.

58. (Original) The compound of claim 39, wherein Q^1 is NH and Q^2 is NH, and compounds are defined by the general formula IIIa(i) or IIIb(i):



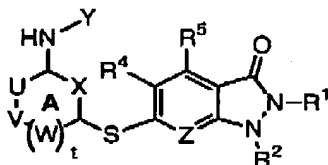
IIIa(i)



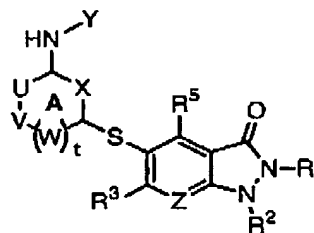
IIIb(i)

59. (Original) The compound of claim 39 wherein Q^1 is S, and Q^2 is NH, and compounds are defined by the general formula IIIa(ii) or IIIb(ii):

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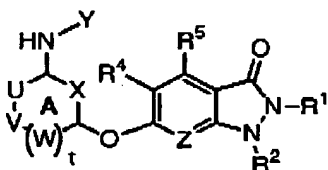


IIIa(ii)

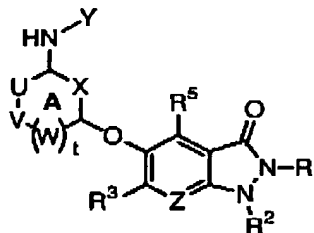


IIIb(ii)

60. (Original) The compound of claim 39 wherein Q¹ is O and Q² is NH, and compounds are defined by the general formula IIIa(iii) or IIIb(iii):

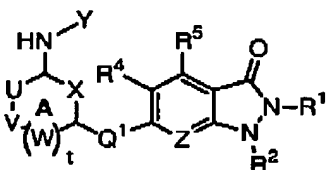


IIIa(iii)

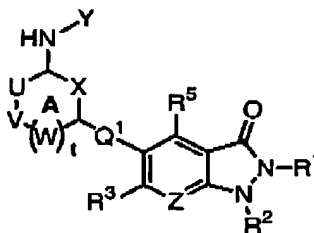


IIIb(iii)

61. (Currently amended) The compound of claim 39, wherein Q² is NH, and compounds are defined by the general formula IIIa(iv) or IIIb(iv):



IIIa(iv)



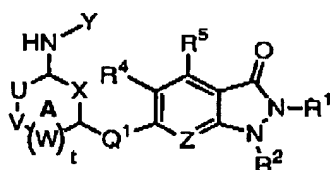
IIIb(iv)

wherein Q¹ is ~~-C(R^A)₂-, 1,2-cyclopropyl-, 1,2-cyclobutanediyl-, or 1,3-cyclobutanediyl-, an optionally substituted C₂₋₄alkylidene group, wherein one methylene unit of the optionally substituted C₂₋₄alkylidene chain is optionally replaced by -O-, S-~~

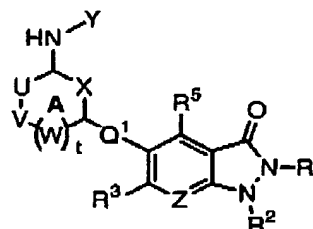
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~~, or NR^{A} , wherein each occurrence of R^{A} is independently hydrogen or optionally substituted C_{1-4} aliphatic.~~

62. (Original) The compound of claim 39, wherein Q^2 is NH , and compounds are defined by the general formula **IIIa(v)** or **IIIb(v)**:



IIIa(v)



IIIb(v)

wherein Q^1 is a direct bond.

63. (Currently amended) The compound of any one of claims 58, 59, 60, 61, or 62 wherein:

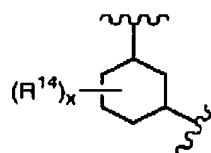
i. Z is CR^6 or N ;

(i) [(ii.)] R^1 , R^2 , R^4 and R^5 are each hydrogen and wherein Z is CHR^6 and R^6 is hydrogen; or R^1 , R^2 , R^3 and R^5 are each hydrogen and wherein Z is CHR^6 and R^6 is hydrogen;

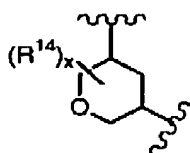
(ii) [(iii.)] ring A is defined according to one of the following groups:

a. ring A is selected from one of the groups:

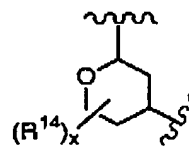
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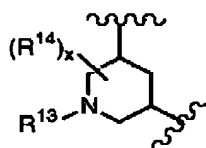
xi



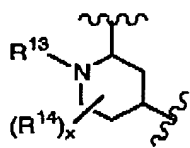
xii



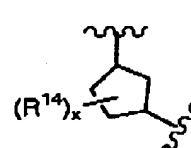
xiii



xiv



xv



xvi

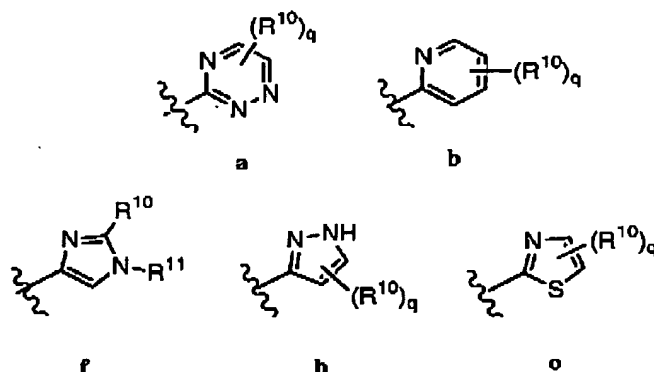
wherein R^{13} is hydrogen, $-R'$, $-COR'$, $-CO_2(R')$, $-CON(R')_2$, or $-SO_2R'$, wherein each occurrence of R' is independently hydrogen, an optionally substituted group selected from aliphatic, heteroaliphatic, aryl or heteroaryl, or two occurrences of R' on the same nitrogen atom are taken together with the nitrogen to form an optionally substituted group selected from a 5-8 membered heterocyclic or 5-8 membered heteroaryl ring; R^{14} is oxo or $-R$; and x is 0-4; or

b. ring A is selected from one of xi, xii or xvi and x is 0 or 1; R^{14} is -halo, $-N(R^7)_2$, $-C_{1-3}$ alkyl, $-C_{1-3}$ haloalkyl, $-NO_2$, $-O(C_{1-3}$ alkyl), $-CO_2(C_{1-3}$ alkyl), $-CN$, $-SO_2(C_{1-3}$ alkyl), $-SO_2NH_2$, $-OC(O)NH_2$, $-NH_2SO_2(C_{1-3}$ alkyl), $-NHC(O)(C_{1-3}$ alkyl), $-C(O)NH_2$, and $-CO(C_{1-3}$ alkyl), wherein the $(C_{1-3}$ alkyl) is most preferably methyl; and R^{13} is hydrogen or C_{1-4} alkyl;

(iii) [(iv.)] Y is defined according to one of the following groups:

- Y is an optionally substituted heteroaryl moiety;
- Y is selected from one of the heteroaryl moieties a-y;
- Y is selected from one of the following heteroaryl moieties:

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wherein q is 0-4, R^{10} is $-R$, wherein $-R$ is defined generally above and in classes and subclasses herein, and wherein each occurrence of R^{11} is independently hydrogen, $-R'$, $-\text{COR}'$, $-\text{CO}_2(R')$, $-\text{CON}(R')_2$, or $-\text{SO}_2R'$, wherein each occurrence of R' is independently hydrogen, an optionally substituted group selected from aliphatic, heteroaliphatic, aryl or heteroaryl, or two occurrences of R' on the same nitrogen atom are taken together with the nitrogen to form an optionally substituted group selected from a 5-8 membered heterocyclic or 5-8 membered heteroaryl ring;

c. Y is a pyrazole moiety, h ;

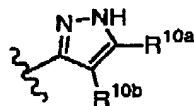
d. Y is one of a , b , f , h or o , optionally substituted with one or more R^{10} groups, wherein each occurrence of R^{10} is independently hydrogen, C_{1-4} aliphatic, alkoxy carbonyl, optionally substituted phenyl, hydroxyalkyl, alkoxyalkyl, aminocarbonyl, mono- or dialkylaminocarbonyl, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, phenylaminocarbonyl, and (N-heterocycle)carbonyl;

e. Y is one of a , b , f , h or o , optionally substituted with one or more R^{10} groups, wherein each occurrence of R^{10} is independently hydrogen, methyl, cyclopropyl, ethyl, isopropyl, propyl, t-butyl, cyclopentyl, phenyl, CO_2H , CO_2CH_3 , CH_2OH , CH_2OCH_3 , $\text{CH}_2\text{CH}_2\text{CH}_2\text{OH}$, $\text{CH}_2\text{CH}_2\text{CH}_2\text{OCH}_3$, $\text{CH}_2\text{CH}_2\text{CH}_2\text{OCH}_2\text{Ph}$, $\text{CH}_2\text{CH}_2\text{CH}_2\text{NH}_2$,

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CH₂CH₂CH₂NHCOOC(CH₃)₃, CONHCH(CH₃)₂, CONHCH₂CH=CH₂,
 CONHCH₂CH₂OCH₃, CONHCH₂Ph, CONH(cyclohexyl), CON(Et)₂,
 CON(CH₃)CH₂Ph, CONH(n-C₃H₇), CON(Et)CH₂CH₂CH₃,
 CONHCH₂CH(CH₃)₂, CON(n-C₃H₇)₂, CO(3-methoxymethylpyrrolidin-
 1-yl), CONH(3-tolyl), CONH(4-tolyl), CONHCH₃, CO(morpholin-1-yl),
 CO(4-methylpiperazin-1-yl), CONHCH₂CH₂OH, CONH₂, and
 CO(piperidin-1-yl);

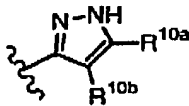
f. Y is a pyrazole moiety, h', wherein the pyrazole is substituted
 with two occurrences of R¹⁰ (R^{10a} and R^{10b} as depicted),



h'

wherein each occurrence of R^{10a} is hydrogen, C₁₋₄aliphatic, alkoxy carbonyl, optionally substituted phenyl, hydroxyalkyl, alkoxyalkyl, aminocarbonyl, mono- or dialkylaminocarbonyl, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, phenylaminocarbonyl, and (N-heterocycle)carbonyl, and R^{10b} is hydrogen;

g. Y is a pyrazole moiety, h', wherein the pyrazole is substituted
 with two occurrences of R¹⁰ (R^{10a} and R^{10b} as depicted),



h'

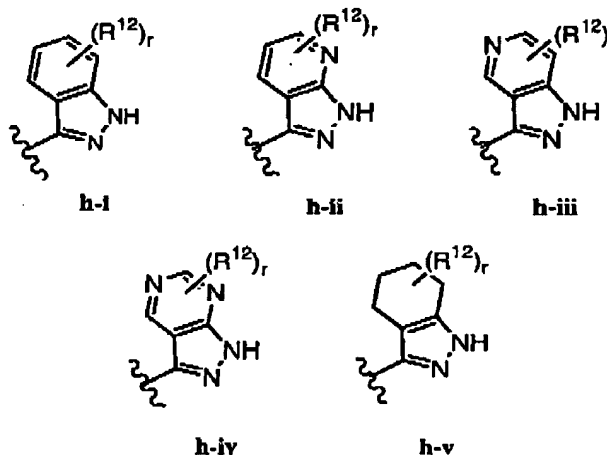
wherein each occurrence of R^{10a} is hydrogen, methyl, cyclopropyl, ethyl, isopropyl, propyl, t-butyl, cyclopentyl, phenyl, CO₂H, CO₂CH₃, CH₂OH, CH₂OCH₃, CH₂CH₂CH₂OH, CH₂CH₂CH₂OCH₃, CH₂CH₂CH₂OCH₂Ph, CH₂CH₂CH₂NH₂, CH₂CH₂CH₂NHCOOC(CH₃)₃, CONHCH(CH₃)₂, CONHCH₂CH=CH₂, CONHCH₂CH₂OCH₃, CONHCH₂Ph, CONH(cyclohexyl),

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CON(Et)₂, CON(CH₃)CH₂Ph, CONH(n-C₃H₇), CON(Et)CH₂CH₂CH₃, CONHCH₂CH(CH₃)₂, CON(n-C₃H₇)₂, CO(3-methoxymethylpyrrolidin-1-yl), CONH(3-tolyl), CONH(4-tolyl), CONHCH₃, CO(morpholin-1-yl), CO(4-methylpiperazin-1-yl), CONHCH₂CH₂OH, CONH₂, and CO(piperidin-1-yl), and R^{10b} is hydrogen;

h. Y is heteroaryl moiety substituted by at least two occurrences of R¹⁰ and where two occurrences of R¹⁰ taken together may represent an optionally substituted group selected from cycloaliphatic, cycloheteroaliphatic, aryl or heteroaryl;

i. Y represents one of the following heteroaryl moieties:



wherein r is 0-4 and R¹² is hydrogen, -halo, -N(R⁷)₂, -C₁₋₃ alkyl, -C₁₋₃ haloalkyl, -NO₂, -O(C₁₋₃ alkyl), -CO₂(C₁₋₃ alkyl), -CN, -SO₂(C₁₋₃ alkyl), -SO₂NH₂, -OC(O)NH₂, -NH₂SO₂(C₁₋₃ alkyl), -NHC(O)(C₁₋₃ alkyl), -C(O)NH₂, and -CO(C₁₋₃ alkyl), wherein the (C₁₋₃ alkyl) is most preferably methyl;

(iv) [(v)] R⁴ is defined according to one of the following groups:

a. R⁴ is hydrogen, C₁₋₃aliphatic, hydroxy, hydroxyalkyl, alkoxy, amino, aminoalkyl, mono- or di- alkylamino, mono- or di- alkylaminoalkyl, or optionally substituted phenyl, or

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b. R^4 is hydrogen, methyl, ethyl, cyclopropyl, hydroxy, phenyl or - CH_2NH_2 ;

(v) [[vi.]] R^3 is defined according to one of the following groups:

a. R^3 is hydrogen, C_{1-3} aliphatic, hydroxy, hydroxyalkyl, alkoxy, amino, aminoalkyl, mono- or di- alkylamino, mono- or di- alkylaminoalkyl, or optionally substituted phenyl, or

b. R^3 is hydrogen, methyl, ethyl, cyclopropyl, hydroxy, phenyl or - CH_2NH_2 ; and

(vi) [[vii.]] R^5 is defined according to one of the following groups:

a. hydrogen, halogen, $-\text{NO}_2$, $-\text{CN}$, hydroxy, optionally substituted C_{1-3} alkyl, optionally substituted alkoxy, $-\text{SO}_2\text{NH}_2$, or $-\text{C}(\text{O})\text{alkyl}$, or

b. R^5 is hydrogen, Cl, CF_3 , OCF_3 , CH_3 , $-\text{CN}$, $-\text{SO}_2\text{NH}_2$ or $-\text{C}(\text{O})\text{Me}$.

64-84. (Canceled)

85. (Original) A pharmaceutical composition comprising a compound of claim 1, and a pharmaceutically acceptable carrier, adjuvant, or vehicle.

86. (Original) The composition according to claim 85, further comprising an additional therapeutic agent.

87. (Previously amended) A method of inhibiting a PRAK, GSK3, ERK2, CDK2, MK2, SRC, SYK, or Aurora-2 family kinase activity in a biological sample comprising the step of contacting said biological sample with:

- a) a composition according to claim 85; or
- b) a compound of claim 1.

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88. (Original) A method of treating or lessening the severity of a PRAK, GSK3, ERK2, CDK2, MK2, SRC, SYK, or Aurora-2-mediated disease or condition in a patient comprising the step of administering to said patient a composition according to claim 85.

89. (Previously amended) A method of treating or lessening the severity of a disease or condition selected from cardiovascular diseases, diabetes, neurological disorders, immunodeficiency disorders, inflammatory diseases, allergic diseases, autoimmune diseases, destructive bone disorders such as osteoporosis, proliferative disorders, infectious diseases and viral diseases comprising the step of administering to said patient a composition according to claim 85.

90. (Original) The method according to claim 89, comprising the additional step of administering to said patient an additional therapeutic agent selected from an anti-proliferative agent, an anti-inflammatory agent, an immunomodulatory agent, a neurotrophic factor, an anti-infective agent, an antiviral agent, or an agent for treating cardiovascular disease, wherein:

said additional therapeutic agent is appropriate for the disease being treated; and
said additional therapeutic agent is administered together with said composition as a single dosage form or separately from said composition as part of a multiple dosage form.